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UFJ Holdings, Inc

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**Address:** UFJ Holdings, Inc.  
1-1, Otemachi 1-chome, Chiyoda-ku,  
Tokyo 100-8114, JAPAN

**Facsimile:** 81-3-3212-5867

**Telephone:** 81-3-3212-5458

**FACSIMILE TRANSMISSION COVER MEMORANDUM**

**DATE:** August 30, 2002

**TO:** Office of International Corporate Finance  
Division of Corporate Finance  
Securities and Exchange Commission  
Attn.: Mr. Paul Dudek, Mail Stop 3-9

**FACSIMILE NUMBER:** 001-1-202-942-9624

**FROM:** Emi Matsumoto, Group Planning Department

**NUMBER OF PAGES:** 4 (including this page)

**RE:** Information Furnished Pursuant to 12g-3-2(b)



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UFJ Holdings, Inc.

1-1 Oremachi 1-chome, Chiyoda-ku, Tokyo 100-8114 Japan

August 30, 2002

Office of International Corporate Finance  
Securities and Exchange Commission  
Judiciary Plaza,  
450 Fifth Street, N.W.  
Washington, DC 20549  
U.S.A.

Attn.: Mr. Paul Dudeck, Mail Stop 3-9  
Facsimile Number: 001-1-202-942-9525

UFJ Holdings, Inc  
File Number 82-5169  
Information Furnished Pursuant to  
12g-3-2(b) Under the Securities Exchange Act of 1934

Ladies and Gentlemen:

The enclosed document is submitted pursuant to Rule 12g3-2(b) of Securities Exchange Act of 1934, as amended (the "Act").

The document is furnished with the understanding that such document will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Act, and that the furnishing of the document shall not constitute an admission for any purpose that the Company is subject to the Act.

If you have any questions or comments regarding the foregoing, please contact me at 81-3-3212-5458.

Sincerely,

Chie Arai  
Manager  
Group Planning Department  
UFJ Holdings, Inc.

BY FACSIMILE AND MAIL  
Enclosure

To Whom It May Concern:

August 30, 2002  
UFJ Holdings, Inc.  
UFJ Bank Limited  
UFJ Card Co., Ltd.

**Tender Offer for UFJ Card Co., Ltd**  
**in order to Change Its Status into A Wholly Owned Subsidiary**

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We hereby give notice that UFJ Bank Limited, a wholly owned subsidiary bank of UFJ Holdings, Inc., decided to change the status of UFJ Card Co., Ltd into a wholly owned subsidiary through a tender offer.

1. Purpose of the Offer

Through making UFJ Card, a UFJ Group's core card company, a wholly owned subsidiary, the UFJ Group will accelerate the implementation of the comprehensive financial strategies for Retail Business.

2. Outline of the Offer

1) Acquiring Company

Trade Name	:UFJ Bank Limited
Date of Establishment	:December 9, 1933
President	:Masashi Teranishi
Amount of Capital	:843,582 million yen
Principal Shareholder <Percentage of Ownership> (As of August 30, 2002)	:UFJ Holdings, Inc. <100%>

2) Target Company

Trade Name	:UFJ Card Co., Ltd.
Date of Establishment	:April 20, 1968
President	:Hiroya Nobuhara
Amount of Capital	:1,398 million yen
Principal Shareholders <Percentage of Ownership> (As of August 30, 2002)	:UFJ Bank Limited <15.67%> UFJ Capital Co., LTD <13.53%>

- 3) Class of Shares to Be Acquired: Common Stock
- 4) Period: From September 2, 2002 to September 24, 2002 (23 days)
- 5) Price: 860 yen per share
- 6) Total Number of Shares to Be Acquired: 22,048,000 shares

(Note) The acquiring company will acquire all shares except for shares below one unit.

- 7) Movement of Shares Held by the Acquiring Company (UFJ Bank) and Its Affiliates in the Tender Offer

	Shares held before the tender offer	Shares held after the tender offer*
Acquiring Company (UFJ Bank)	4,097,220 (15.67%)**	26,145,220 (100.00%)**
Affiliates and Others	6,609,920 (25.26%)**	0 (0.00%)**
Total	10,707,140 (40.93%)**	26,145,220 (100.00%)**

\*In case the acquiring company acquires all the targeted shares (22,048,000 shares)

- Total outstanding shares of UFJ Card: 26,234,796 shares

\*\*Percentage of Ownership

- 8) Date of Official Notice on the Start of the Tender Offer: September 2, 2002
- 9) Purchase Agent: UFJ Tsubasa Securities Co., Ltd.
- 10) Funds Required for Purchase: 18,961 million Yen

### 3. Consent of the Target Company

The target company's board of directors gave its full consent to the tender offer.

### 4. Impact on Earnings of UFJ Holdings

Concurrent with this announcement, there is no change to our forecasts of earnings for the current fiscal year, which have already been announced.